

United States Bankruptcy Court

Northern

District of

ILLINOIS

Eastern Division

In re

P3 Foods LLC

Case No.

16-320-21

Debtor

Chapter 11

**PERIODIC REPORT REGARDING VALUE, OPERATIONS AND PROFITABILITY OF  
ENTITIES IN WHICH THE ESTATE OF [NAME OF DEBTOR]  
HOLDS A SUBSTANTIAL OR CONTROLLING INTEREST**

This is the report as of JUNE 2017 on the value, operations and profitability of those entities in which the estate holds a substantial or controlling interest, as required by Bankruptcy Rule 2015.3. The estate of [Name of Debtor] holds a substantial or controlling interest in the following entities:

Name of Entity	Interest of the Estate	Tab #
<u>P3 Foods LLC</u>	<u>P3 Foods LLC</u>	

This periodic report (the "Periodic Report") contains separate reports ("Entity Reports") on the value, operations, and profitability of each entity listed above.

Each Entity Report shall consist of three exhibits. Exhibit A contains a valuation estimate for the entity as of a date not more than two years prior to the date of this report. It also contains a description of the valuation method used. Exhibit B contains a balance sheet, a statement of income (loss), a statement of cash flows, and a statement of changes in shareholders' or partners' equity (deficit) for the period covered by the Entity Report, along with summarized footnotes. Exhibit C contains a description of the entity's business operations.

**THIS REPORT MUST BE SIGNED BY A REPRESENTATIVE OF THE TRUSTEE OR DEBTOR IN POSSESSION.**

The undersigned, having reviewed the above listing of entities in which the estate of [Debtor] holds a substantial or controlling interest, and being familiar with the Debtor's financial affairs,

(1)

verifies under the penalty of perjury that the listing is complete, accurate and truthful to the best of his/her knowledge.

Date:

7/19/2017

Signature of Authorized Individual

Anthony Pendolino

Name of Authorized Individual

CEO, P3 Foods LLC

Title of Authorized Individual

[If the Debtor is an individual or in a joint case]

Signature(s) of Debtor(s) (Individual/Joint)

Signature of Debtor

Signature of Joint Debtor

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U.S. (Official Form 250) (12-08)

## UNITED STATES BANKRUPTCY COURT

In re **P3 Foods LLC**  
Debtor

Case No. **16320-21**

Small Business Case under Chapter 11

### SMALL BUSINESS MONTHLY OPERATING REPORT

Month **June 2017**

Date filed: **October 6th 2016**

Line of Business: **Burger King Franchise**

NAISC Code: **122513**

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING SMALL BUSINESS MONTHLY OPERATING REPORT AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE.

RESPONSIBLE PARTY:

(X)

Original Signature of Responsible Party

**Anthony Pendolino, CEO, P3 Foods LLC**

Printed Name of Responsible Party

Questionnaire: (All questions to be answered on behalf of the debtor.)

	Yes	No
1. IS THE BUSINESS STILL OPERATING?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. HAVE YOU PAID ALL YOUR BILLS ON TIME THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. DID YOU PAY YOUR EMPLOYEES ON TIME?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. HAVE YOU DEPOSITED ALL THE RECEIPTS FOR YOUR BUSINESS INTO THE DIP ACCOUNT THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. HAVE YOU FILED ALL OF YOUR TAX RETURNS AND PAID ALL OF YOUR TAXES THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. HAVE YOU TIMELY FILED ALL OTHER REQUIRED GOVERNMENT FILINGS?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. HAVE YOU PAID ALL OF YOUR INSURANCE PREMIUMS THIS MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. DO YOU PLAN TO CONTINUE TO OPERATE THE BUSINESS NEXT MONTH?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. ARE YOU CURRENT ON YOUR QUARTERLY FEE PAYMENT TO THE U.S. TRUSTEE?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. HAVE YOU PAID ANYTHING TO YOUR ATTORNEY OR OTHER PROFESSIONALS THIS MONTH?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11. DID YOU HAVE ANY UNUSUAL OR SIGNIFICANT UNANTICIPATED EXPENSES THIS MONTH?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12. HAS THE BUSINESS SOLD ANY GOODS OR PROVIDED SERVICES OR TRANSFERRED ANY ASSETS TO ANY BUSINESS RELATED TO THE DIP IN ANY WAY?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13. DO YOU HAVE ANY BANK ACCOUNTS OPEN OTHER THAN THE DIP ACCOUNT?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

(3)

B 25C (Official Form 25C) (12/08)

14. HAVE YOU SOLD ANY ASSETS OTHER THAN INVENTORY THIS MONTH? ☐ ☒
15. DID ANY INSURANCE COMPANY CANCEL YOUR POLICY THIS MONTH? ☐ ☒
16. HAVE YOU BORROWED MONEY FROM ANYONE THIS MONTH? ☐ ☒
17. HAS ANYONE MADE AN INVESTMENT IN YOUR BUSINESS THIS MONTH? ☐ ☒
18. HAVE YOU PAID ANY BILLS YOU OWED BEFORE YOU FILED BANKRUPTCY? ☐ ☒

### TAXES

DO YOU HAVE ANY PAST DUE TAX RETURNS OR PAST DUE POST-PETITION TAX OBLIGATIONS? ☐ ☒

IF YES, PLEASE PROVIDE A WRITTEN EXPLANATION INCLUDING WHEN SUCH RETURNS WILL BE FILED, OR WHEN SUCH PAYMENTS WILL BE MADE AND THE SOURCE OF THE FUNDS FOR THE PAYMENT.

(Exhibit A)

### INCOME

PLEASE SEPARATELY LIST ALL OF THE INCOME YOU RECEIVED FOR THE MONTH. THE LIST SHOULD INCLUDE ALL INCOME FROM CASH AND CREDIT TRANSACTIONS. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL INCOME \$ 1,190,210

### SUMMARY OF CASH ON HAND

Cash on Hand at Start of Month

\$ 12600

Cash on Hand at End of Month

\$ 12600

PLEASE PROVIDE THE TOTAL AMOUNT OF CASH CURRENTLY AVAILABLE TO YOU TOTAL \$ 338988

(Exhibit B)

### EXPENSES

PLEASE SEPARATELY LIST ALL EXPENSES PAID BY CASH OR BY CHECK FROM YOUR BANK ACCOUNTS THIS MONTH. INCLUDE THE DATE PAID, WHO WAS PAID THE MONEY, THE PURPOSE AND THE AMOUNT. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL EXPENSES \$ 1,289,310

(Exhibit C)

### CASH PROFIT

INCOME FOR THE MONTH (TOTAL FROM EXHIBIT B)

\$ 1190210

EXPENSES FOR THE MONTH (TOTAL FROM EXHIBIT C)

\$ 1289310

(Subtract Line C from Line B)

CASH PROFIT FOR THE MONTH

\$ 99100



B 25C (Official Form 25C) (12-08)

### UNPAID BILLS

PLEASE ATTACH A LIST OF ALL DEBTS (INCLUDING TAXES) WHICH YOU HAVE INCURRED SINCE THE DATE YOU FILED BANKRUPTCY BUT HAVE NOT PAID. THE LIST MUST INCLUDE THE DATE THE DEBT WAS INCURRED, WHO IS OWED THE MONEY, THE PURPOSE OF THE DEBT AND WHEN THE DEBT IS DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL PAYABLES \$135,000  
Trade vendors are currently due weekly

(Exhibit D)

### MONEY OWED TO YOU

PLEASE ATTACH A LIST OF ALL AMOUNTS OWED TO YOU BY YOUR CUSTOMERS FOR WORK YOU HAVE DONE OR THE MERCHANDISE YOU HAVE SOLD. YOU SHOULD INCLUDE WHO OWES YOU MONEY, HOW MUCH IS OWED AND WHEN IS PAYMENT DUE. (THE U.S. TRUSTEE MAY WAIVE THIS REQUIREMENT.)

TOTAL RECEIVABLES \$ N/A.

(Exhibit E)

### BANKING INFORMATION

PLEASE ATTACH A COPY OF YOUR LATEST BANK STATEMENT FOR EVERY ACCOUNT YOU HAVE AS OF THE DATE OF THIS FINANCIAL REPORT OR HAD DURING THE PERIOD COVERED BY THIS REPORT.

(Exhibit F)

### EMPLOYEES

NUMBER OF EMPLOYEES WHEN THE CASE WAS FILED?

NUMBER OF EMPLOYEES AS OF THE DATE OF THIS MONTHLY REPORT?

251  
224

### PROFESSIONAL FEES

#### BANKRUPTCY RELATED:

PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD?

TOTAL PROFESSIONAL FEES RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE?

\$13,431<sup>24</sup>

\$58,731<sup>24</sup>

#### NON-BANKRUPTCY RELATED:

PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID DURING THIS REPORTING PERIOD?

TOTAL PROFESSIONAL FEES NOT RELATING TO THE BANKRUPTCY CASE PAID SINCE THE FILING OF THE CASE?

\$0

\$0

(5)

B 25C (Official Form 25C) (12/08)

### PROJECTIONS

COMPARE YOUR ACTUAL INCOME AND EXPENSES TO THE PROJECTIONS FOR THE FIRST 180 DAYS OF YOUR CASE PROVIDED AT THE INITIAL DEBTOR INTERVIEW.

	Projected	Actual	Difference
INCOME	\$	<del>N/A</del>	\$
EXPENSES	\$	<del>N/A</del>	\$
CASH PROFIT	\$	<del>N/A</del>	\$

TOTAL PROJECTED INCOME FOR THE NEXT MONTH: \$

TOTAL PROJECTED EXPENSES FOR THE NEXT MONTH: \$

TOTAL PROJECTED CASH PROFIT FOR THE NEXT MONTH: \$

### ADDITIONAL INFORMATION

PLEASE ATTACH ALL FINANCIAL REPORTS INCLUDING AN INCOME STATEMENT AND BALANCE SHEET WHICH YOU PREPARE INTERNALLY.

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P3 Foods, LLC  
Balance Sheet  
(Debtor in Possession)  
June 30, 2017  
(See Notes to Balance Sheet)

Assets		Liabilities and Capital	
Current Assets		Current Liabilities	
Cash on Hand	\$ 1,400	Accounts/Notes Payable-Pre Filing	\$ 2,471,022
Store 139	\$ 1,400		
Store 2423	\$ 1,400		
Store 2794	\$ 1,400		
Store 2920	\$ 1,400		
Store 3519	\$ 1,400		
Store 3970	\$ 1,400		
Store 4006	\$ 1,400		
Store 4669	\$ 1,400		
Store 13662	\$ 1,400		
Total Cash on Hand	\$ 12,600		
Cash in Bank			
Main	\$98,338		
Store 139	\$72,269		
Store 2423	\$17,189		
Store 2794	\$20,200		
Store 2920	\$15,940		
Store 3519	\$32,151		
Store 3970	\$34,446		
Store 4006	\$6,276		
Store 4669	\$8,714		
Store 13662	\$20,865		
Total Cash in Bank	\$ 326,388		
Total Current Assets	\$ 338,988	Total Current Liabilities	\$ 2,471,022
Fixed Assets			
Furniture, Fixtures & Equipment	\$ 1,047,572		
Auto	\$ 22,000		
Total Fixed Assets	\$ 1,069,572		
Leasehold Improvements	\$ 322,473		
Franchise Fee	\$ 25,000	Capital	\$ (739,989)
Total Assets	\$ 1,731,033	Total Liabilities & Capital	\$ 1,731,033

Store #	June 30, 2017 Bank Balances per US Bank Records from Internet Files(Includes June 30 Transit Deposits)			
139	7/3/2017 Deposit	139	\$1,221.21	\$72,269.07
	<a href="#">View Image</a>			
2423	7/3/2017 Deposit	2423	\$1,107.33	\$17,188.86
	<a href="#">View Image</a>			
2794	7/3/2017 Deposit	\$568.51		\$20,199.98
	<a href="#">View Image</a>			
	Electronic Deposit			
2920	7/3/2017 Stored Valu	\$3.76		\$15,939.73
3519	7/3/2017 Deposit	3519	\$1,085.00	\$32,151.46
	<a href="#">View Image</a>			
3970	7/3/2017 Check	4397	\$3,247.15	\$34,446.18
	<a href="#">View Image</a>			
4006	7/3/2017 Deposit	4006	\$6.78	\$6,275.97
	<a href="#">View Image</a>			
4669	7/3/2017 Deposit	4669	\$500.00	\$8,714.21
	<a href="#">View Image</a>			
13662	7/5/2017 Deposit	13662	\$428.80	\$20,864.69
	<a href="#">View Image</a>			
Main	6/30/2017 Deposit	\$34,813.16		\$98,337.80
	<a href="#">View Image</a>			
Total Bank Balances 6/30/17 per US Bank records				\$326,387.95

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Notes to Balance Sheet

This Balance Sheet has been adjusted to the Cash Basis method of Accounting

As soon as the court order was signed on October 8, 2016 employing Aldridge Chaseswater, LLC, Joan deSouza Frank Phelps as accounting and business consultants, the added task of reconstructing the formal books of accounts began to emerge. Starting September 22, 2016 the task of reconstructing the books began prior to the court order by focusing on balances owed to all creditors, making sure payroll for +250 employees was properly taken care of including making sure all payroll taxes were all current, sanitation measures were all current, sanitation measures were properly carried out, and in compliance with applicable laws, studying an efficient electronic accounting reporting system to be installed, a necessity to protect the financial investment made by all. Since date of filing on October 6, 2016 the process has been accelerated.

Please note that no reliable historical books of accounts exist and therefore beginning October 6, 2016 and continuing forward are being developed and thus requiring further amendments to presented financial statements may occur from time to time as further information unfolds.

Current Assets

Cash on Hand as shown is kept at each store in a secured manner under control of each store manager and is signed off daily as counted each evening.

Cash in Bank as shown has been verified with US Bank demonstrated by a paper trail bank statement and transaction journal prepared independently by US Bank and signed off by a banking official.

Inventory is not shown but rather expensed off to each store because there is very little shelf life that can be assigned to either perishable there is very little shelf life that can be assigned to either perishable food and paper items.

Fixed Assets, Leasehold Improvements and Franchise Fee have not been depreciated or amortized at this point in time until such time as an inventory can be concluded disclosing purchase can be concluded disclosing purchase can be concluded disclosing purchase dates and a detailed list of sold assets,

Other Assets

The amount due from Peterson has been estimated until investigation is completed determining the correct amount to be recovered

Liabilities

All creditors' amounts due were taken from court records and/or company records and will be amended from time to time as new information surfaces.

Capital

Because no reliable historical records are available, the amount so stated will be amended once new data can be verified.

P3 Foods, LLC												
Debtor in Possession												
Consolidated and Individual Store Income Statement Cash Basis												
June 1 - June 30, 2017												
(See Notes to Income Statement)												
Store Number	139	% to Sales	2013	% to Sales	2014	% to Sales	2015	% to Sales	2016	% to Sales	2017	% to Sales
All Stores												
Gross Sales	\$ 1,190,210	100.00%	\$ 205,765	0.00%	\$ 129,558	100.00%	\$ 118,935	100.00%	\$ 119,737	100.00%	\$ 126,954	100.00%
Cost of Goods Sold	\$ 303,772	25.52%	\$ 50,762	24.67%	\$ 42,105	32.50%	\$ 28,488	24.07%	\$ 30,422	27.91%	\$ 26,875	21.17%
Gross Profit	\$ 886,438	74.48%	\$ 155,003	75.33%	\$ 87,453	67.50%	\$ 89,447	75.93%	\$ 86,315	72.09%	\$ 99,257	77.18%
Lease												
Total all Categories of Payroll & Taxes	\$ 558,315	46.91%	\$ 108,160	52.56%	\$ 58,176	44.90%	\$ 56,440	47.70%	\$ 54,765	45.74%	\$ 51,663	40.69%
Total Labor	\$ 558,315	46.91%	\$ 108,160	52.56%	\$ 58,176	44.90%	\$ 56,440	47.70%	\$ 54,765	45.74%	\$ 51,663	40.69%
Burger King Expenses												
Advertising/Inexpending	\$ 34,439	2.89%	\$ 6,399	3.11%	\$ 4,676	3.61%	\$ 3,082	2.60%	\$ 3,955	3.37%	\$ 4,719	3.72%
Royalties	\$ 36,694	3.08%	\$ 7,199	3.50%	\$ 5,261	4.06%	\$ 3,467	2.93%	\$ 4,449	3.79%	\$ 3,259	2.57%
Real Estate Taxes	\$ 17,955	1.51%	\$ 2,187	1.05%	\$ -	0.00%	\$ 2,180	1.84%	\$ 2,887	2.46%	\$ 2,215	1.76%
Burger King Rent	\$ 46,250	3.89%	\$ 7,500	3.64%	\$ -	0.00%	\$ 5,417	4.58%	\$ 6,250	5.27%	\$ 6,250	4.92%
Total Burger King Expenses	\$ 135,338	11.37%	\$ 23,265	11.31%	\$ 9,937	7.67%	\$ 14,146	11.95%	\$ 17,541	14.81%	\$ 18,793	14.81%
General & Administrative Expenses												
Credit Card & Bank Charges	\$ 15,365	1.29%	\$ 4,115	2.00%	\$ 1,246	0.95%	\$ 1,175	0.98%	\$ 1,526	1.21%	\$ 1,444	1.14%
Payroll Processing-All Stores	\$ 7,509	0.63%	\$ 7,302	3.55%	\$ 707	0.54%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
Office	\$ 1,165	0.10%	\$ 614	0.30%	\$ 120	0.09%	\$ 87	0.07%	\$ 115	0.10%	\$ 114	0.10%
Tony Pandoilio	\$ 1,300	0.11%	\$ 1,300	0.63%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
United States Trustee	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
Insurance	\$ 15,508	1.30%	\$ 1,933	0.94%	\$ 1,999	1.54%	\$ 1,790	1.51%	\$ 1,854	1.56%	\$ 1,967	1.56%
Legal	\$ 13,734	1.15%	\$ 1,576	0.74%	\$ 1,526	1.18%	\$ 1,526	1.29%	\$ 1,526	1.29%	\$ 1,526	1.29%
Maintenance & Repairs	\$ 36,161	3.07%	\$ 2,013	0.98%	\$ 1,062	0.82%	\$ 1,982	1.67%	\$ 2,761	2.31%	\$ 2,407	1.91%
Payroll Advances Stores 279,4006,4669	\$ 50,000	4.20%	\$ 50,000	24.30%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
Landscaping Care	\$ 2,578	0.22%	\$ 268	0.13%	\$ 280	0.22%	\$ 165	0.14%	\$ -	0.00%	\$ 305	0.24%
SICOMPOS System -New System (Note 1)	\$ 9,329	0.78%	\$ 1,588	0.77%	\$ 2,137	1.65%	\$ 450	0.38%	\$ 450	0.38%	\$ 450	0.35%
Uniforms	\$ 906	0.08%	\$ -	0.00%	\$ -	0.00%	\$ 193	0.16%	\$ 193	0.16%	\$ 190	0.15%
Utilities/Comcast	\$ 29,022	2.44%	\$ 4,345	2.11%	\$ 3,553	2.74%	\$ 3,206	2.71%	\$ 3,165	2.73%	\$ 3,274	2.62%
Rent/Trainer	\$ 9,000	0.76%	\$ -	0.00%	\$ 9,000	6.95%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
Real Estate Taxes-Brinard	\$ 1,927	0.16%	\$ -	0.00%	\$ 1,927	1.49%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
State Sales Tax	\$ 69,948	5.88%	\$ 12,178	6.06%	\$ 9,259	7.15%	\$ 6,477	5.47%	\$ 7,556	6.42%	\$ 7,556	6.00%
Security	\$ 1,160	0.10%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
Total General & Administrative Expenses	\$ 265,812	22.33%	\$ 87,483	42.53%	\$ 32,316	24.94%	\$ 16,858	14.25%	\$ 19,146	16.00%	\$ 23,204	18.28%
Net Cash Decrease from Operations	\$ (73,027)	-6.14%	\$ (63,905)	-31.06%	\$ (12,976)	-10.02%	\$ 2,403	2.03%	\$ (11,276)	-9.41%	\$ 30,871	24.32%
Note Payments												
American Express	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%	\$ -	0.00%
PNC Equipment Financing	\$ 19,561	1.7%	\$ 1,027	0.50%	\$ 9,772	7.47%	\$ 1,427	1.21%	\$ 1,427	1.20%	\$ 1,427	1.12%
Leaf	\$ 1,494	0.1%	\$ 166	0.08%	\$ 166	0.13%	\$ 166	0.14%	\$ 166	0.14%	\$ 166	0.13%
NRA	\$ 4,911	0.4%	\$ -	0.00%	\$ -	0.00%	\$ 4,911	4.33%	\$ -	0.00%	\$ -	0.00%
Total Note Payments	\$ 26,066	2.19%	\$ 1,593	0.77%	\$ 9,838	7.59%	\$ 1,593	1.35%	\$ 6,504	5.40%	\$ 1,593	1.25%
Net Cash Flow Decrease	\$ (99,093)	-8.33%	\$ (65,988)	-31.83%	\$ (23,814)	-17.61%	\$ 810	0.68%	\$ (17,780)	-14.40%	\$ 30,871	23.06%

Note: This Consolidated and Individual Store Income Statement all were prepared on a cash basis with supporting documentation from Actual June 2017 Bank Statements obtained from US Bank.

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